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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response... I

OMB APPROVAL



FORM D

THOMSON

NOTICE OF SALE OF SECURITIES FINANCIAL PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY						
Prefix		Serial				
DATE RECEIVED						
DAT	E RECEI	VED				

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)
Prepaid Net Cash, LLC Class B Limited Liability Company Membership Interests
Filing Under (Check box(es) that [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE apply):
Type of Filing: [X] New Filing [] Amendment
A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer
Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)
PREPAID NET CASH, LLC
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
5250 Naiman Parkway, Solon, Ohio 44139 (440) 519-3333



•	ness Operations (Number and Street, City, State Code) (if different from Executive Offices)	e, Zip Code) Telephone
Brief Description of Busin internet purchases	ess Development, sales and marketing of a pro	prietary payment system for
Type of Business Organiz	zation	
[] corporation	[] limited partnership, already formed	[X] other (please specify):
[] business trust	[] limited partnership, to be formed	Limited liability company
	Month Yea	ır
Actual or Estimated Date	of Incorporation or Organization: [0][9][0][8	5 [X] Actual [] Estimated
Jurisdiction of Incorporation	on or Organization: (Enter two-letter U.S. Postal S CN for Canada; FN for other forei	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states

in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[] Executive Officer	[] Manager [] General and/o Managing Partner
Full Name (Last nam Tammybrook Investr			Contained with Control Control Control	
	ice Address (Number and Stree ay, Solon, Ohio 44139	et, City, State, Zip Co	ode)	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[X] Manager [] General and/o Managing Partner
Full Name (Last nam Artz, Philip	ne first, if individual)	manaford 2 m substantia valadian n. alek versak yek musik silaksisin bir ek . dek	яксовных дово в советами водет того стотом от этобасовой	16 3017 (8.46 (85.27), 150 (17 1 ± 150 ± 15 180)
	ce Address (Number and Stree ay, Solon, Ohio 44139	et, City, State, Zip Co	ode)	t titl 2 stati gjær og deta tittande ammel
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Manager [] General and/or Managing Partner
Full Name (Last nam	e first, if individual)	فالكاف بالشنا حلى السؤاؤلان المقاولات الارتباط الانتفاق والمساولة والارتباط المالورين والم	t Mindales and the first open and a second second and second and second	end (Contractor Contractor) in a contractor of Contractor
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Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer		neral and/or naging tner
Full Name (Last nam	e first, if individual)			
Business or Residen	ce Address (Number and Street	, City, State, Zip Co	de)	
(Use blank	sheet, or copy and use addition			.)
Has the issuer sole offering?	d, or does the issuer intend to se	ell, to non-accredited	d investors in this	Yes No
-	Answer also in Appendix, C			
2. What is the minim	um investment that will be accep	oted from any individ	lual?	\$52,500
3. Does the offering p	permit joint ownership of a single	unit?		Yes No
or indirectly, any comwith sales of securities broker or dealer regis or dealer. If more that	on requested for each person warmission or similar remuneration is in the offering. If a person to be tered with the SEC and/or with a five (5) persons to be listed are orth the information for that broken	for solicitation of pure listed is an associa state or states, lise associated persor	irchasers in connection iated person or agent of the name of the broke	ofa _{NI/A}
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Name of Associated	Broker or Dealer	ti e zakonegoniosok kato Mie priedent si u boj tret zbiozok kalputet	enterenter deur metalekokokokokokokokokokokokokokokokokokoko	S. Principles (del del del consta 1979)
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Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero."

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Debt Equity	\$ \$	\$
[] Common [] Preferred	Ψ	Ψ
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify: <u>Limited Liability Company Class B Membership</u>	Up to	A. 0.45, 0.00
<u>Interests</u>)	\$ 1,417,500 Up to	\$ 945,000
Total	\$ 1,417,500	\$ 945,000
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Number	Aggregate Dollar Amount
	Investors	of Purchases
Accredited Investors	14	\$ 945,000
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)	0	\$0
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
	Type of Security	Dollar Amount
Type of offering		Sold
Rule 505	0	_\$0 \$ 0
Regulation A	0	\$0 \$0
Total	0	\$ 0
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees	[] <u>\$</u> [X] <u>\$</u>	0 0 25,000 0
Engineering Fees		0
Sales Commissions (specify finders' fees separately)	[] <u>\$</u>	0

**

Other Expenses (identify)	[]\$	0
Total	[X]\$ 25,	000
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."	\$1,392	,000
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.		
	Payments to Officers,	Payments
	Directors, & Affiliates	To Others
Salaries and fees	[]\$ 0	[]\$0
Purchase of real estate	[]\$ 0	[]\$0
Purchase, rental or leasing and installation of machinery and equipment	[]\$ 0	[]\$ 0
Construction or leasing of plant buildings and facilities	[]\$ 0	[]\$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer	[]\$_0	[]\$ 0
pursuant to a merger) Repayment of indebtedness	[]\$ 0	[]\$ 0

Working capital		[_]\$	₀ [X] 1,392,000
Other (specify):			
		[_]\$	0
Column Totals		[_]\$	<u>0</u> [X]\$1,392,000
Total Payments Listed (column totals added)			Up to [X] \$1,392,000
D. FEDERA	AL SIGNATURE		
The issuer has duly caused this notice to be signed notice is filed under Rule 505, the following signature to the U.S. Securities and Exchange Commission, furnished by the issuer to any non-accredited investor.	re constitutes an ur upon written teques	idertaking by it of its staff,	the issuer to furnish the information
Issuer (Print or Type)	Signature		Date
PREPAID NET CASH, LLC	V / Y		January 24, 2006
Name of Signer (Print or Type)	Title of Signer Prin	t or Type)	
Philip Artz	Manager		
	ENTION		
Intentional misstatements or omissions of fa	act constitute fede C. 1001.)	ral criminal v	violations. (See 18

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E. STATE SIGNATURE				
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes No [] [X]"			
See Appendix Column 5, for state response				

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person,

Issuer (Print or Type)	Signature /	Date
PREPAID NET CASH, LLC	1 11/	January 24, 2006
Name of Signer (Print or Type)	Title (Print or Type)	
Philip Artz	Manager	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

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			Type of security		ļ.					
İ	Intend		and aggregate		Type of investor and					
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